

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

W.R. GRACE & CO., et al.

Debtors.

Chapter 11

Case No. 01-1139 (JKF)

Objection Deadline: March 10, 2005 at 4:00 p.m.
Hearing: Schedule if Necessary (Negative Notice)

**NOTICE OF FILING OF
SEVENTH MONTHLY INTERIM APPLICATION OF
SWIDLER BERLIN LLP, COUNSEL TO
DAVID T. AUSTERN, FUTURE CLAIMANTS' REPRESENTATIVE**

TO: (1) The Debtors; (2) Counsel to the Debtors; (3) The Office of the United States Trustee; (4) Counsel to the Official Committee of Asbestos personal Injury Claimant; (5) Counsel to the Official Committee of Asbestos Property Damage Claimants; (6) Counsel to the Official Committee of Equity Holders; and (7) Counsel to the Debtors-in-Possession Lender; and (8) the Fee Auditor

Swidler Berlin LLP, formerly Swidler Berlin Shereff Friedman, LLP, counsel to David T. Austern, Future Claimants' Representative (the "FCR"), has filed and served its Seventh Monthly Application of Swidler Berlin LLP for Compensation for Services Rendered and Reimbursement of Expenses as counsel to the FCR for the time period November 1, 2004 through November 30, 2004 seeking payment of fees in the amount of \$78,054.40 (80% of \$97,568.00) and expenses in the amount of \$4,182.19 (the "Application") for a total of \$82,236.59.

This Application is submitted pursuant to this Court’s Administrative Order Under 11 U.S.C. Sections 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members entered on March 17, 2003 (the “Administrative Order”).

Objections or responses to the Application, if any, must be made in writing and filed with the United States Bankruptcy Court for the District of Delaware, Marine Midland Plaza, 824 Market Street, Fifth Floor, Wilmington, DE 19801, on or before **March 10, 2005 at 4:00 p.m., Eastern Time.**

At the same time you must also serve a copy of the objections or responses, if any, upon the following: (i) co-counsel to David T. Austern, FCR, Roger Frankel, Esquire and Richard H. Wyron, Esquire, Swidler Berlin LLP, 3000 K Street, NW, Suite 300, Washington, DC 20007 and John C. Phillips, Esquire, Phillips, Goldman & Spence, P.A., 1200 North Broom Street, Wilmington, DE 19806; (ii) co-counsel for the Debtors, David M. Bernick, Esquire, Kirkland & Ellis LLP, 200 East Randolph Drive, Chicago, IL 60601 and Laura Davis Jones, Esquire, Pachulski, Stang, Ziehl, Young & Jones, P.C., 919 North Market Street, Suite 1600, P.O. Box 8705, Wilmington, DE 19899-8705; (iii) co-counsel to the Official Committee of Unsecured Creditors, Lewis Kruger, Esquire, Stroock & Stroock & Lavan LLP, 180 Maiden Lane, New York, NY 10038-4982 and Michael R. Lastowski, Esquire, Duane Morris, LLP, 1100 N. Market Street, Suite 1200, Wilmington, DE 19801-1246; (iv) co-counsel to the Official Committee of Asbestos Property Damage Claimants, Scott L. Baena, Esquire, Blizin, Sumberg, Dunn, Baena, Price & Axelrod, First Union Financial Center, 200 South Biscayne Boulevard, Suite 2500, Miami, FL 33131 and Michael B. Joseph, Esquire, Ferry & Joseph, P.A., 824 Market Street, Suite 904, P.O. Box 1351, Wilmington, DE 19899; (v) co-counsel to the Official Committee of Asbestos Personal Injury Claimants, Elihu Inselbuch, Esquire, Caplin & Drysdale, 399 Park Avenue, 36th Floor, New York, NY 10022 and Mark Hurford, Esquire, Campbell & Levine, LLC, Chase Manhattan Centre, 15th Floor, 1201 Market Street, Suite 1500, Wilmington,

DE 19801; (vi) co-counsel to the DIP Lender, J. Douglas Bacon, Esquire, Latham & Watkins, Sears Tower, Suite 5800, Chicago, IL 60606 and Steven M. Yoder, Esquire, The Bayard Firm, 222 Delaware Avenue, Suite 900, P.O. Box 25130, Wilmington, DE 19899; (vii) counsel to the Official Committee of Equity Holders, Thomas Moers Mayer, Esquire, Kramer Levin Naftalis & Frankel LLP, 919 Third Avenue, New York, NY 10022; (viii) the Office of the United States Trustee, ATTN: Frank J. Perch, Esquire, 844 N. King Street, Wilmington, DE 19801; and (ix) the Fee Auditor, Warren H. Smith, Warren H. Smith and Associates Republic Center, 325 N. St. Paul, Suite 4080, Dallas, TX 75201.

Any questions regarding this Notice or attachments may be directed to undersigned counsel.

SWIDLER BERLIN LLP

By: 

Roger Frankel, admitted *pro hac vice*
Richard H. Wyron, admitted *pro hac vice*
3000 K Street, NW, Suite 300
Washington, DC 20007
(202) 424-7500
Co-Counsel to David T. Austern, Future Claimants
Representative

--and--

PHILLIPS, GOLDMAN & SPENCE, P.A.
John C. Phillips, Jr. (#110)
1200 North Broom Street
Wilmington, DE 19806
(302) 655-4200
(302) 655-4210 (fax)
Co-Counsel to David T. Austern, Future Claimants
Representative

Dated: February 18, 2005

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)	Chapter 11
W.R. GRACE & CO., <u>et al.</u>)	Case No. 01-1139 (JKF)
Debtors.)	Objection Deadline: March 10, 2005 at 4:00 p.m.
)	Hearing: Schedule if Necessary (Negative Notice)

COVER SHEET TO SEVENTH MONTHLY INTERIM APPLICATION OF
SWIDLER BERLIN LLP, BANKRUPTCY COUNSEL
TO DAVID T. AUSTERN, FUTURE CLAIMANTS' REPRESENTATIVE FOR
COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD
NOVEMBER 1, 2004 THROUGH NOVEMBER 31, 2004

Name of Applicant:	Swidler Berlin LLP, formerly Swidler Berlin Shereff Friedman, LLP ("Swidler")
Authorized to Provide Professional Services to:	David T. Austern, Future Claimants' Representative (the "FCR")
Date of Retention:	Swidler Retention Order entered September 27, 2004
Period for which compensation is sought:	November 1, 2004 through November 30, 2004
Amount of Compensation (100%) sought as actual, reasonable, and necessary:	\$97,568.00
80% of fees to be paid:	\$78,054.40 ¹
Amount of Expense Reimbursement sought as actual, reasonable and necessary:	\$ 4,182.19
Total Fees @ 80% and 100% Expenses:	\$82,236.59

¹ Pursuant to the Administrative Order entered March 17, 2003, absent timely objections, the Debtors are authorized and directed to pay 80% of fees and 100% expenses.

This is an: _____ interim X monthly _____ final application.

The total time expended for fee application preparation during this time period is 18.00 hours and the corresponding fees are \$4,054.00 and \$425.23 in expenses for Swidler's fee applications and 4.40 hours and \$797.00 in fees and \$124.55 in expenses for the FCR and/or is other professional's fee applications. Any additional time spent for this matter will be requested in subsequent monthly interim applications.

This is Swidler's seventh interim fee application for the period November 1-30, 2004; Swidler has also filed the following: its sixth interim fee application for the period October 1-31, 2004, on December 3, 2004, in the amount of \$87,179.80 (80% of \$108,974.75) and expenses in the amount of \$8,520.60 for a total of \$95,700.40; its fifth interim fee application for the period September 1-30, 2004 on November 16, 2004 in the amount of \$123,890.80 (80% of \$154,863.50) in fees and \$5,827.44 in expenses for a total of \$129,718.24; its fourth interim fee application for the period August 1-31, 2004 on November 4, 2004 in the amount of \$38,486.00 (80% of \$48,107.50) in fees and \$4,143.66 in expenses for a total of \$42,629.66; its third interim fee application for the period July 1-31, 2004 on November 4, 2004 in the amount of \$74,481.80 (80% of \$93,102.25) in fees and \$4,429.85 in expenses for a total of \$78,911.65; its second interim fee application for the period June 1-30, 2004 on September 29, 2004 in the amount of \$88,393.20 (80% of \$110,491.50) in fees and expenses of \$15,846.02 for a total of \$104,239.2; and its first interim fee application for the period May 1-31, 2004 on September 29, 2004 in the amount of \$8,151.60 (80% of \$10,189.50) in fees and expenses of \$8,151.60. To date, Swidler has received a payment from the Debtors in the amount of \$363,650.37 representing \$333,403.40 in fees (at 80%) and \$30,246.97 in expenses (at 100%) for the time period May 24, 2004 through September 30, 2004 and a payment in the amount of \$19,993.70 representing the 20% holdback on fees for the time period May and June 2004.

COMPENSATION SUMMARY

NOVEMBER 2004

<u>Name of Professional Person</u>	<u>Position of Applicant, No. of Years in Position, Prior Relevant Experience, Yr. Obtained License to Practice, Area of Expertise</u>	<u>Hourly Billing Rate (including changes)</u>	<u>Total Billed Hours</u>	<u>Total Compensation</u>
Roger Frankel	Partner, 22 years in position; 34 years relevant experience; 1971, Bankruptcy	\$605.00	39.70	\$24,018.50
Mark J. Plumer	Partner, 11 years in position; 18 years relevant experience; 1987, Insurance Litigation	\$520.00	7.50	\$3,900.00

<u>Name of Professional Person</u>	<u>Position of Applicant, No. of Years in Position, Prior Relevant Experience, Yr. Obtained License to Practice, Area of Expertise</u>	<u>Hourly Billing Rate (including changes)</u>	<u>Total Billed Hours</u>	<u>Total Compensation</u>
Richard H. Wyron	Partner, 16 years in position; 26 years relevant experience; 1979, Bankruptcy	\$510.00	38.50	\$18,742.00 ²
Shara L. Boonshaft	Associate, 3 years in position; 3 years relevant experience; 2002, Insurance Litigation	\$205.00	10.80	\$2,214.00
Matthew W. Cheney	Associate, 8 years in position; 8 years relevant experience; 1997, Bankruptcy	\$310.00	10.20	\$3,162.00
Debra L. Felder	Associate, 3 years in position; 3 years relevant experience; 2002, Bankruptcy	\$205.00	28.80	\$5,904.00
Scott J. Levitt	Associate, 10 years in position; 10 years relevant experience; 1995, Insurance Litigation	\$355.00	80.70	\$28,648.50
William T. O'Neil	Associate, 15 years in position; 15 years relevant experience; 1990, Insurance Litigation	\$360.00	1.30	\$468.00
Julie A. Weisman	Of Counsel, 23 years in position; 23 years relevant experience; 1982, Environmental	\$375.00	.80	\$300.00
Rachael M. Barainca	File Clerk	\$55.00	12.50	\$687.50
John P. Fries	Research Librarian	\$140.00	1.00	\$140.00
Debra O. Fullem	Senior Legal Assistant	\$175.00	20.50	\$3,587.50
Deborah A. Rogers	Senior Consultant	\$180.00	21.80	\$3,924.00
Michael A. Scarpato	Senior Consultant	\$195.00	9.60	\$1,872.00
Total			283.70	\$97,568.00
Blended Rate: \$343.91				

² This amount represents a reduction of \$893.00 for non-working travel.

COMPENSATION BY PROJECT CATEGORY**NOVEMBER 2004**

<u>Project Category</u>	<u>Total Hours</u>	<u>Total Fees</u>
Case Administration	20.30	\$3,148.50
Due Diligence	1.40	\$847.00
Compensation of Professionals-Swidler	18.00	\$4,054.00
Compensation of Professionals-Other	4.40	\$797.00
Litigation	20.10	\$10,589.00
Insurance Matters	136.90	\$43,901.50
Plan and Disclosure Statement	75.90	\$31,709.00
Retention of Professionals-Other	1.60	\$661.50
Travel Time (Non-Working) ³	3.50	\$892.50
FCR Retention Appeals	1.60	\$968.00
TOTAL	283.70	\$97,568.00

EXPENSE SUMMARY**NOVEMBER 2004**

<u>Expense Category</u>	<u>Total</u>
Photocopying/Printing	\$1,289.25
Telephone/Facsimile	\$4.11
Postage/Federal Express/Courier Fees	\$117.42
Computerized Legal Research	\$2,649.05
Travel	\$122.36
TOTAL	\$4,182.19

Respectfully submitted,

SWIDLER BERLIN LLP

By: Roger Frankel, admitted *pro hac vice*Richard H. Wyron, admitted *pro hac vice*

3000 K Street, NW, Suite 300

Washington, DC 20007

(202) 424-7500

Counsel to David T. Austern, Future Claimants' Representative

Dated: February 18, 2005


³ In accordance with the Local Rules of this Court, Swidler bills its hourly rates at a 50% reduced rate for non-working travel time.

VERIFICATION

DISTRICT OF COLUMBIA, TO WIT:

Richard H. Wyron, after being duly sworn according to law, deposes and says:

1. I am a partner of the applicant law firm Swidler Berlin LLP ("Swidler") and have been admitted *pro hac vice* to appear in these cases.
2. I have personally performed many of the legal services rendered by Swidler as counsel to David T. Austern as Future Claimants' Representative ("FCR") and am familiar with the other work performed on behalf of the FCR by the lawyers, legal assistants, and other professionals of Swidler as set forth in the invoices attached as Exhibit A hereto.
3. I have reviewed the Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. I have reviewed the requirements of Local Rule 2016-2 and the Administrative Order as Amended dated April 17, 2002, and I believe the Application to be in compliance therewith.


RICHARD H. WYRON

SWORN AND SUBSCRIBED TO BEFORE ME

THIS 4th DAY OF FEBRUARY, 2005


Notary Public

My commission expires:

October 31, 2007

Katherine Ann Swall
Notary Public in and for
The District of Columbia

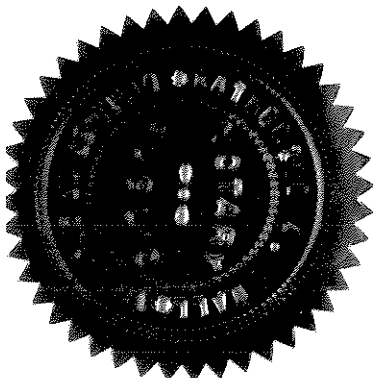


EXHIBIT A

SWIDLER INVOICES FOR THE TIME PERIOD OF

NOVEMBER 1-30, 2004

SWIDLER BERLIN LLPFEDERAL IDENTIFICATION
No. 13-2679676WASHINGTON, DC OFFICE
THE WASHINGTON HARBOUR
3000 K STREET, NW, SUITE 300
WASHINGTON, D.C. 20007-5116
TELEPHONE (202) 424-7500
FACSIMILE (202) 424-7647NEW YORK OFFICE
THE CHRYSLER BUILDING
405 LEXINGTON AVENUE
NEW YORK, NY 10174
TELEPHONE (212) 973-0111
FACSIMILE (212) 891-9598David Austern, FCR (for W.R. Grace & Co.)
c/o CRMC
3110 Fairview Park Drive
Suite 200
Falls Church, VA 22042-0683

CLIENT/CASE: 25369.0001

INVOICE DATE: 12/31/04
INVOICE NUMBER: 280319

RE: Case Administration

FOR PROFESSIONAL SERVICES RENDERED THROUGH NOVEMBER, 2004

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
11/01/04	Rachael M. Barainca	Review Court docket; download documents and distribute; update pleadings binders.	0.70
11/02/04	Debra L. Felder	Review docket and various pleadings; update calendar of hearings and deadlines.	0.40
11/03/04	Roger L. Frankel	Review miscellaneous pleadings, docket entries.	0.70
11/03/04	Matthew W. Cheney	Review pleadings.	0.10
11/03/04	Rachael M. Barainca	Review Court docket; download documents and distribute; update pleadings binders.	0.50
11/04/04	Rachael M. Barainca	Review Court docket; download documents and distribute; update pleadings binders.	0.50
11/05/04	Matthew W. Cheney	Review pleadings.	0.10
11/05/04	Rachael M. Barainca	Review Court docket; download documents and distribute; update pleadings binders.	1.00
11/05/04	Debra L. Felder	Review docket and update calendar of hearings and deadlines (.4); review motion to pay legal fees and draft email summary to R. Frankel and R. Wyron regarding same (.6).	1.00

David Austern, FCR (for W.R. Grace & Co.)
 12/31/04
 Page 2

CLIENT: 25369
 MATTER: .0001
 INVOICE: 280319

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
11/05/04	Debra O. Fullem	Review docket updates.	0.10
11/08/04	Rachael M. Barainca	Review Court docket; download documents and distribute; update pleadings binders.	0.50
11/08/04	Matthew W. Cheney	Review pleadings.	0.10
11/08/04	Roger L. Frankel	Confer with R. Wyron re status.	0.30
11/08/04	Roger L. Frankel	Review Grace application to reimburse officers for legal costs re Montana investigation.	0.60
11/08/04	Debra O. Fullem	Review docket update.	0.10
11/09/04	Matthew W. Cheney	Review pleadings.	0.10
11/09/04	Rachael M. Barainca	Review Court docket; download documents and distribute; update pleadings binders.	0.70
11/09/04	Debra L. Felder	Review docket and update calendar of hearings and deadlines.	0.20
11/10/04	Debra L. Felder	Review docket and update calendar of hearings and deadlines.	0.30
11/10/04	Rachael M. Barainca	Review Court docket; download documents and distribute; update pleadings binders.	0.60
11/10/04	Roger L. Frankel	Confer with R. Wyron re status.	0.30
11/11/04	Matthew W. Cheney	Review pleadings.	0.10
11/11/04	Rachael M. Barainca	Review Court docket; download documents and distribute; update pleadings binders.	1.00
11/11/04	Debra L. Felder	Review docket and update calendar of hearings and deadlines.	0.30
11/11/04	Debra O. Fullem	Review docket update.	0.10
11/12/04	Debra L. Felder	Review docket and update calendar of hearings and deadlines.	0.10
11/12/04	Rachael M. Barainca	Review Court docket; download documents and distribute; update pleadings binders.	0.30
11/12/04	Matthew W. Cheney	Review pleadings.	0.10
11/15/04	Debra L. Felder	Review docket and update calendar of hearings and deadlines.	0.30

David Austern, FCR (for W.R. Grace & Co.)
 12/31/04
 Page 3

CLIENT: 25369
 MATTER: .0001
 INVOICE: 280319

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
11/15/04	Debra O. Fullem	Review docket update.	0.10
11/15/04	Rachael M. Barainca	Review Court docket; update pleadings binders, record upcoming deadlines and hearing dates.	1.00
11/16/04	Rachael M. Barainca	Review Court docket; update pleadings binders, record upcoming deadlines and hearing dates.	1.00
11/16/04	Debra L. Felder	Review docket and update calendar of hearings and deadlines.	0.40
11/17/04	Matthew W. Cheney	Review pleadings.	0.10
11/17/04	Rachael M. Barainca	Review Court docket; update pleadings binders, record upcoming deadlines and hearing dates.	1.00
11/18/04	Rachael M. Barainca	Review Court docket; update pleadings binders, record upcoming deadlines and hearing dates.	1.00
11/18/04	Matthew W. Cheney	Review pleadings.	0.10
11/19/04	Matthew W. Cheney	Review pleadings.	0.10
11/19/04	Rachael M. Barainca	Review Court docket; update pleadings binders, record upcoming deadlines and hearing dates.	0.50
11/19/04	Debra O. Fullem	Review docket update.	0.10
11/22/04	Debra O. Fullem	Review docket update.	0.10
11/22/04	Rachael M. Barainca	Review Court docket; update pleadings binders, record upcoming deadlines and hearing dates.	1.00
11/22/04	Debra L. Felder	Review docket and update calendar of hearings and deadlines.	0.40
11/22/04	Matthew W. Cheney	Review pleadings.	0.10
11/23/04	Debra L. Felder	Review docket and update calendar of hearings and deadlines.	0.20
11/23/04	Rachael M. Barainca	Review Court docket; update pleadings binders, record upcoming deadlines and hearing dates.	0.30
11/24/04	Rachael M. Barainca	Review Court docket; update pleadings binders, record upcoming deadlines and hearing dates.	0.50
11/24/04	Matthew W. Cheney	Review pleadings.	0.10
11/24/04	Matthew W. Cheney	Review summary of pleadings by D. Felder.	0.10

David Austern, FCR (for W.R. Grace & Co.)
 12/31/04
 Page 4

CLIENT: 25369
 MATTER: .0001
 INVOICE: 280319

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
11/28/04	Debra L. Felder	Review docket and update calendar of hearings and deadlines.	0.30
11/29/04	Rachael M. Barainca	Review Court docket; update pleadings binders, record upcoming deadlines and hearing dates.	0.20
11/29/04	Debra O. Fullem	Review docket update.	0.10
11/30/04	Debra O. Fullem	Review docket update.	0.10
11/30/04	Rachael M. Barainca	Review Court docket; update pleadings binders, record upcoming deadlines and hearing dates.	0.20

SERVICES PERFORMED BY:	RATE	HOURS	AMOUNT
Roger L. Frankel	\$605.00	1.90	\$1,149.50
Matthew W. Cheney	\$310.00	1.20	\$372.00
Debra L. Felder	\$205.00	3.90	\$799.50
Debra O. Fullem	\$175.00	0.80	\$140.00
Rachael M. Barainca	\$55.00	12.50	\$687.50
TOTAL HOURS & FEES		20.30	\$3,148.50

OTHER CHARGES	AMOUNT
Photocopy & Printing	751.95
Telephone	3.05
Westlaw Legal Research	281.47
Outside Photocopying	42.60
TOTAL OTHER CHARGES	\$1,079.07

CURRENT INVOICE DUE.....\$4,227.57

SWIDLER BERLIN LLPFEDERAL IDENTIFICATION
No. 13-2679676

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NEW YORK OFFICE
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TELEPHONE (212) 973-0111
FACSIMILE (212) 891-9598

David Austern, FCR (for W.R. Grace & Co.)
c/o CRMC
3110 Fairview Park Drive
Suite 200
Falls Church, VA 22042-0683

INVOICE DATE: 12/31/04
INVOICE NUMBER: 280319

OUR REFERENCE: 25369.0001

INVOICE SUMMARY

TOTAL FEES.....	\$3,148.50
TOTAL OTHER CHARGES.....	\$1,079.07
TOTAL AMOUNT DUE	\$4,227.57

REMITTANCE INFORMATION:

U.S. Mail:
Swidler Berlin Shereff Friedman, LLP
Attn: Accounting Department
P.O. Box 3766
Washington, DC 20027-3766

Electronic Funds Transfer:
Name of Bank: Citibank, F.S.B.
Account Title: Swidler Berlin Shereff Friedman, LLP
ABA Routing No.: 254070116
Account No.: 15076288

Please Note Our Reference and Invoice Numbers When Making Payment

SWIDLER BERLIN LLPFEDERAL IDENTIFICATION
No. 13-2679676WASHINGTON, DC OFFICE
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FACSIMILE (212) 891-9598David Austern, FCR (for W.R. Grace & Co.)
c/o CRMC
3110 Fairview Park Drive
Suite 200
Falls Church, VA 22042-0683

CLIENT/CASE: 25369.0004

INVOICE DATE: 12/31/04
INVOICE NUMBER: 280320

RE: Due Diligence

FOR PROFESSIONAL SERVICES RENDERED THROUGH NOVEMBER, 2004

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
11/09/04	Roger L. Frankel	Review 10-Q for period ending 9-30-04.	0.90
11/26/04	Roger L. Frankel	Review recent 8-K filings of Grace.	0.50

SERVICES PERFORMED BY:	RATE	HOURS	AMOUNT
Roger L. Frankel	\$605.00	1.40	\$847.00
TOTAL HOURS & FEES		1.40	\$847.00

OTHER CHARGES	AMOUNT
TOTAL OTHER CHARGES	\$0.00

CURRENT INVOICE DUE.....\$847.00

SWIDLER BERLIN LLPFEDERAL IDENTIFICATION
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405 LEXINGTON AVENUE
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TELEPHONE (212) 973-0111
FACSIMILE (212) 891-9598David Austern, FCR (for W.R. Grace & Co.)
c/o CRMC
3110 Fairview Park Drive
Suite 200
Falls Church, VA 22042-0683INVOICE DATE: 12/31/04
INVOICE NUMBER: 280320

OUR REFERENCE: 25369.0004

INVOICE SUMMARY

TOTAL FEES.....	\$847.00
TOTAL OTHER CHARGES	\$0.00
TOTAL AMOUNT DUE	\$847.00

REMITTANCE INFORMATION:

U.S. Mail:
Swidler Berlin Shereff Friedman, LLP
Attn: Accounting Department
P.O. Box 3766
Washington, DC 20027-3766

Electronic Funds Transfer:
Name of Bank: Citibank, F.S.B.
Account Title: Swidler Berlin Shereff Friedman, LLP
ABA Routing No.: 254070116
Account No.: 15076288

Please Note Our Reference and Invoice Numbers When Making Payment

SWIDLER BERLIN LLPFEDERAL IDENTIFICATION
No. 13-2679676WASHINGTON, DC OFFICE
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c/o CRMC
3110 Fairview Park Drive
Suite 200
Falls Church, VA 22042-0683

CLIENT/CASE: 25369.0006

INVOICE DATE: 12/31/04
INVOICE NUMBER: 280321

RE: Insurance Matters

FOR PROFESSIONAL SERVICES RENDERED THROUGH NOVEMBER, 2004

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
11/01/04	Scott J. Levitt	Draft answer to Scotts' complaint (2.0); revise motion to intervene (1.5); review allocation memorandum prepared by M. Scarpato (.5).	4.00
11/01/04	Michael A. Scarpato	Confer with S. Levitt re Grace allocations on [REDACTED] [REDACTED]	0.10
11/01/04	Matthew W. Cheney	Review correspondence from R. Wyron and S. Levitt re Scotts adversary.	0.20
11/02/04	Mark J. Plumer	Office conference with Messrs. Levitt and Scarpato re allocation issues (.7); follow-up (.4).	1.10
11/02/04	Michael A. Scarpato	Confer with M. Plumer re allocation of [REDACTED] [REDACTED] (.3); work with D. Rogers to compile a list of [REDACTED] [REDACTED] (.6); strategize open tasks with M. Plumer and S. Levitt (0.8); revise summary memo of 10/26/04 allocation meeting (.4).	2.10
11/02/04	Scott J. Levitt	Office conference with Messrs. Plumer and Scarpato re allocation modeling (.8); prepare for same (.2); draft letter to D. Austern re [REDACTED] (1.3).	2.30

David Austern, FCR (for W.R. Grace & Co.)
 12/31/04
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CLIENT: 25369
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DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
11/02/04	Roger L. Frankel	Confer with M. Plumer re insurance analysis; notes.	0.50
11/02/04	Deborah A. Rogers	Discuss with M. Scarpato [REDACTED] [REDACTED] [REDACTED] (.1). create chart [REDACTED] [REDACTED] (.9); forward same to M. Scarpato (.1).	1.10
11/03/04	Deborah A. Rogers	Meet with M. Scarpato to discuss [REDACTED] [REDACTED] [REDACTED].	0.20
11/03/04	Richard H. Wyron	Review memo on Scotts' litigation.	0.50
11/03/04	Scott J. Levitt	Draft memorandum re allocation and other proposed projects (2.5); telephone conference with Grace's counsel, re Scotts' litigation (1.4); draft e-mail re same (.3); review [REDACTED]s (1.5); draft summary of same (1.0).	6.70
11/03/04	Michael A. Scarpato	Confer with D. Rogers re [REDACTED] [REDACTED] (.2); circulate summary memo re 10/26/04 allocation meeting to R. Frankel and R. Wyron (.1).	0.30
11/03/04	Matthew W. Cheney	Review correspondence from S. Levitt re: Scotts adversary.	0.10
11/04/04	Scott J. Levitt	Communicate by e-mail with [REDACTED] re [REDACTED] settlement agreements (.2); revise memorandum re [REDACTED] settlement (.6); draft e-mail to D. Rogers re same (.1).	0.90
11/04/04	Roger L. Frankel	Review M. Scarpato memo re insurance allocation model, various related spreadsheets.	0.60
11/04/04	Deborah A. Rogers	Update settlement charts to reflect the information regarding [REDACTED], [REDACTED], [REDACTED] [REDACTED].	2.00

David Austern, FCR (for W.R. Grace & Co.)
 12/31/04
 Page 3

CLIENT: 25369
 MATTER: .0006
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DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
11/05/04	Scott J. Levitt	Office conference with M. Plumer re memorandum re proposed insurance analysis projects (.4); revise memorandum re same (.6); review and analyze revised letter to D. Austern re [REDACTED] (.3); research settlements of asbestos claims with [REDACTED] (1.2); draft e-mail re [REDACTED] (.4); communicate by e-mail with [REDACTED] re [REDACTED] settlement agreements (.2); draft memorandum re [REDACTED] background (1.4).	4.50
11/05/04	Michael A. Scarpato	Confer with S. Levitt re [REDACTED]	0.10
11/05/04	Mark J. Plumer	Prepare for office conference with S. Levitt re project status, including task list review (.3); office conference with S. Levitt (.4); review and revise letter re [REDACTED] (.5).	1.20
11/08/04	Mark J. Plumer	Begin preparation for meeting with D. Austern re insurance status, including coordination with S. Levitt re same (.2).	0.20
11/08/04	Scott J. Levitt	Research settlements of [REDACTED] (2.0); draft memorandum re same (1.0); review and analyze [REDACTED] settlement agreement (.8); summarize same (.7); draft memorandum re [REDACTED] (1.5).	6.00
11/08/04	Roger L. Frankel	Review memo re insurance due diligence, letter re [REDACTED]	0.40
11/08/04	Richard H. Wyron	Calls to M. Plumer and S. Levitt re presentation to D. Austern.	0.30
11/09/04	Scott J. Levitt	Telephone conference with Messrs. Scarpato and Zaremby re allocation modeling (.9); prepare for same (.5); draft powerpoint presentation for D. Austern re [REDACTED] (2.3); draft [REDACTED] (3.1).	6.80

David Austern, FCR (for W.R. Grace & Co.)
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CLIENT: 25369
 MATTER: .0006
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DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
11/09/04	Michael A. Scarpato	Review and annotate S. Levitt's 11/5/04 memo regarding the pending insurance related tasks (.5); confer with D. Rogers re [REDACTED] (.3); confer with S. Levitt and Mr. Zarembky re [REDACTED] scenarios (.9); review S. Levitt's summary e-mail of same (.1).	1.80
11/09/04	Mark J. Plumer	Review and revise PowerPoint for 11/12 meeting (1.2); follow-up with Messrs. Levitt and Scarpato re allocations (.3).	1.50
11/09/04	Deborah A. Rogers	Create spreadsheet illustrating [REDACTED] [REDACTED], provide same to M. Scarpato (2.5).	2.50
11/10/04	Scott J. Levitt	Office conference with M. Plumer re powerpoint presentation to D. Austern (.3); revise same (.8); revise summary of [REDACTED] (.7); office conference with Mr. O'Neil re legal research of [REDACTED] (.2); prepare for same (.3); draft memorandum re [REDACTED] (2.5).	4.80
11/11/04	Scott J. Levitt	Revise powerpoint presentation re insurance status (.5); review and analyze policies of [REDACTED] (3.5); draft memorandum re same (1.0); telephone conference with [REDACTED] settlement (.2); draft e-mail to M. Plumer re same (.2).	5.40
11/11/04	Matthew W. Cheney	Conference with R. Wyron re: status of Scotts adversary and plan.	0.20
11/11/04	Roger L. Frankel	Review presentation to D. Austern re insurance coverage issues.	0.60
11/11/04	Shara L. Boonshaft	Office telephone conference with Mr. O'Neil re legal research needed re [REDACTED]	0.10

David Austern, FCR (for W.R. Grace & Co.)
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CLIENT: 25369
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DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
11/11/04	Deborah A. Rogers	Collect policies for [REDACTED] [REDACTED]; forward same to S. Levitt.	0.50
11/11/04	Deborah A. Rogers	Collect insurance policies for [REDACTED] [REDACTED]; forward same to S. Levitt.	0.50
11/12/04	Roger L. Frankel	Review insurance coverage issues with D. Austern, M. Plumer and R. Wyron.	0.90
11/12/04	Mark J. Plumer	Prepare for meeting with D. Austern (.8); attend office conference with D. Austern re [REDACTED] (1.7).	2.50
11/12/04	Scott J. Levitt	Office conference with Messrs. Wyron, Frankel, Plumer, Scarpato and Austern re insurance status update (1.7); prepare for same (1.2); review and analyze [REDACTED] prepared by D. Rogers (.6); review and analyze [REDACTED] (2.5); draft memorandum re same (1.2).	7.20
11/12/04	Michael A. Scarpato	Review following form language of a [REDACTED] with S. Levitt (.1); participate in insurance status report presentation to D. Austern (1.7).	1.80
11/15/04	Scott J. Levitt	Review breakdown of [REDACTED] provided by Grace (.7); communicate by e-mail with Mr. Zaremby re same (.1).	0.80
11/15/04	Deborah A. Rogers	Collect policies from the following companies and forward to S. Levitt: [REDACTED] [REDACTED]	0.50
11/16/04	Scott J. Levitt	Review and analyze [REDACTED] (2.1); summarize same (1.7); draft memorandum re [REDACTED] (1.0); draft e-mail to M. Plumer re [REDACTED] (.2); review spreadsheet of same provided by Grace (.6); draft e-mail to Mr. Zaremby re [REDACTED] (2).	5.80

David Austern, FCR (for W.R. Grace & Co.)
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DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
11/16/04	Richard H. Wyron	Review status for call to J. Baer (.2); call to J. Baer regarding Scotts' claims date (.2); follow-up email (.1).	0.50
11/16/04	Michael A. Scarpato	Review [REDACTED] [REDACTED] (0.1); correspond with Mr. Levitt re same (0.1).	0.20
11/17/04	Scott J. Levitt	Telephone conference with Messrs. Posner and Zaremby [REDACTED] (.2); review same (.5); draft spreadsheet summarizing [REDACTED] (1.8); review and analyze [REDACTED] (1.7); revise memorandum re tasks in progress (.3).	4.50
11/17/04	Deborah A. Rogers	Collect [REDACTED], [REDACTED] deliver to S. Levitt.	0.50
11/17/04	Shara L. Boonshaft	Perform electronic research to [REDACTED] [REDACTED] (3.2); begin drafting memo summarizing results of research re [REDACTED] (.7).	3.90
11/18/04	Shara L. Boonshaft	Review [REDACTED] cases discussing [REDACTED] (2.4); draft portions of memo summarizing [REDACTED] (1.9); edit and revise memo summarizing [REDACTED] research (1.1).	5.40
11/18/04	Scott J. Levitt	Draft memorandum re [REDACTED] (1.7); review policies in connection with same (2.5); office conference with M. Plumer re tasks in progress (.5); draft memorandum re [REDACTED] (.6).	5.30
11/18/04	Mark J. Plumer	Office conference with S. Levitt re status of insurance projects (.4); telephone conference with R. Frankel re open issues, particularly [REDACTED] (.3); review of court order appointing special master (.3).	1.00
11/18/04	Michael A. Scarpato	Confer with S. Levitt re [REDACTED] [REDACTED]; confer with M. Plumer and R. Frankel re [REDACTED] [REDACTED]	0.30

David Austern, FCR (for W.R. Grace & Co.)
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DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
11/18/04	Roger L. Frankel	Telephone conversations with M. Plumer, D. Austern re claims info, [REDACTED] e-mail D. Siegel re claims info.	0.40
11/19/04	Michael A. Scarpato	Compile [REDACTED] along with D. Rogers.	2.70
11/19/04	Scott J. Levitt	Review and edit memorandum re [REDACTED]s [REDACTED] prepared by S. Boonshaft (1.0); review policies [REDACTED] (2.2); draft summary re same (1.5); draft memorandum re ZAI claims (2.0); telephone conference with [REDACTED] re disclosure of settlement agreement (.2).	6.90
11/19/04	Shara L. Boonshaft	Office telephone conference with Mr. O'Neil to discuss revisions needed to memo [REDACTED] (.1); add section to memo re [REDACTED] to the [REDACTED] (.7).	0.80
11/19/04	Deborah A. Rogers	Update coverage charts to show [REDACTED] and [REDACTED] (1.0); pull [REDACTED] policies together and deliver to S. Levitt (.5); research financial standing of companies, print Best reports and deliver same to M. Scarpato (5.5).	7.00
11/19/04	William T. O'Neil	Review of draft memo re [REDACTED] and conference with S. Boonshaft re same.	1.30
11/22/04	Shara L. Boonshaft	Make changes to memo outlining [REDACTED] per S. Levitt's comments.	0.60
11/22/04	Deborah A. Rogers	Create coverage chart that reflects [REDACTED] (6.0).	6.00
11/22/04	Scott J. Levitt	Telephone conference with Mr. Hughes re [REDACTED] (.3); draft memorandum re [REDACTED] (2.3); revise memorandum re [REDACTED] (2.1); review [REDACTED] (1.5); review revised coverage chart prepared by D. Rogers (.2); provide edits to S. Boonshaft re [REDACTED] (.2); telephone conference with Mr. Zaremby re [REDACTED] (.2).	6.80

David Austern, FCR (for W.R. Grace & Co.)
 12/31/04
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CLIENT: 25369
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DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
11/23/04	Deborah A. Rogers	Continue searching for [REDACTED] [REDACTED]; report findings to M. Scarpato.	1.00
11/24/04	Michael A. Scarpato	Finalize binder of research on [REDACTED] along with D. Rogers.	0.20
11/30/04	Scott J. Levitt	Draft PowerPoint presentation (1.8); revise memorandum [REDACTED] (.2).	2.00

SERVICES PERFORMED BY:	RATE	HOURS	AMOUNT
Roger L. Frankel	\$605.00	3.40	\$2,057.00
Mark J. Plumer	\$520.00	7.50	\$3,900.00
Richard H. Wyron	\$510.00	1.30	\$663.00
William T. O'Neil	\$360.00	1.30	\$468.00
Shara L. Boonshaft	\$205.00	10.80	\$2,214.00
Matthew W. Cheney	\$310.00	0.50	\$155.00
Scott J. Levitt	\$355.00	80.70	\$28,648.50
Deborah A. Rogers	\$180.00	21.80	\$3,924.00
Michael A. Scarpato	\$195.00	9.60	\$1,872.00
TOTAL HOURS & FEES		136.90	\$43,901.50

OTHER CHARGES	AMOUNT
Photocopy & Printing	48.15
Telephone	0.61
Westlaw Legal Research	662.95
Lexis Legal Research	57.97
Printing	4.20
Ground Transportation	13.61
TOTAL OTHER CHARGES	\$787.49

SWIDLER BERLIN LLPFEDERAL IDENTIFICATION
No. 13-2679676WASHINGTON, DC OFFICE
THE WASHINGTON HARBOUR
3000 K STREET, NW, SUITE 300
WASHINGTON, D.C. 20007-5116
TELEPHONE (202) 424-7500
FACSIMILE (202) 424-7647NEW YORK OFFICE
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405 LEXINGTON AVENUE
NEW YORK, NY 10174
TELEPHONE (212) 973-0111
FACSIMILE (212) 891-9598David Austern, FCR (for W.R. Grace & Co.)
c/o CRMC
3110 Fairview Park Drive
Suite 200
Falls Church, VA 22042-0683INVOICE DATE: 12/31/04
INVOICE NUMBER: 280321

OUR REFERENCE: 25369.0006

INVOICE SUMMARY

TOTAL FEES.....	\$43,901.50
TOTAL OTHER CHARGES.....	\$787.49
TOTAL AMOUNT DUE	\$44,688.99

REMITTANCE INFORMATION:U.S. Mail:
Swidler Berlin Shereff Friedman, LLP
Attn: Accounting Department
P.O. Box 3766
Washington, DC 20027-3766Electronic Funds Transfer:
Name of Bank: Citibank, F.S.B.
Account Title: Swidler Berlin Shereff Friedman, LLP
ABA Routing No.: 254070116
Account No.: 15076288**Please Note Our Reference and Invoice Numbers When Making Payment**

FEDERAL IDENTIFICATION
No. 13-2679676WASHINGTON, DC OFFICE
THE WASHINGTON HARBOUR
3000 K STREET, NW, SUITE 300
WASHINGTON, D.C. 20007-5116
TELEPHONE (202) 424-7500
FACSIMILE (202) 424-7647NEW YORK OFFICE
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405 LEXINGTON AVENUE
NEW YORK, NY 10174
TELEPHONE (212) 973-0111
FACSIMILE (212) 891-9598David Austern, FCR (for W.R. Grace & Co.)
c/o CRMC
3110 Fairview Park Drive
Suite 200
Falls Church, VA 22042-0683

CLIENT/CASE: 25369.0007

INVOICE DATE: 12/31/04
INVOICE NUMBER: 280322

RE: Litigation

FOR PROFESSIONAL SERVICES RENDERED THROUGH NOVEMBER, 2004

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
11/01/04	Roger L. Frankel	Review target letters, subpoenas re District of Montana grand jury investigation.	0.40
11/01/04	Roger L. Frankel	Telephone conference with C. Knauss re [REDACTED] [REDACTED] e-mail re same.	0.30
11/02/04	Julie A. Weisman	Review material from C. Knauss; comment and correspond with C. Knauss re same; conference with R. Frankel re same.	0.80
11/05/04	Richard H. Wyron	Review motions set for 11/15 hearing.	0.40
11/08/04	Richard H. Wyron	Review agenda for 11/15 hearing and confer with R. Frankel.	0.30
11/09/04	Roger L. Frankel	Telephone conference with D. Austern re hearing positions.	0.20
11/11/04	Roger L. Frankel	Review PD Committee response re indemnification (.5); review agenda for hearing (.3); confer with R. Wyron (.3).	1.10
11/12/04	Roger L. Frankel	Review Grace submissions re indemnification.	0.70
11/15/04	Richard H. Wyron	Attend hearing on Debtors' request to indemnify officers and directors, and Committees' opposition.	0.60

David Austern, FCR (for W.R. Grace & Co.)
 12/31/04
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CLIENT: 25369
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DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
11/16/04	Roger L. Frankel	Review, in summary fashion, appellant's 9th circuit brief.	0.60
11/17/04	Roger L. Frankel	Telephone conversation with D. Austern re [REDACTED] [REDACTED]	0.30
11/19/04	Richard H. Wyron	Review proposed order on indemnification and e-mails regarding issues.	0.50
11/23/04	Debra L. Felder	Review pleadings scheduled for December 20 omnibus hearing (1.3); begin drafting summary regarding same (.5).	1.80
11/23/04	Debra L. Felder	Conference with R. Wyron regarding case status.	0.30
11/23/04	Richard H. Wyron	Begin review summary of motion set for 12/20 (.4); calls and review e-mails regarding indemnification order (.8).	1.20
11/24/04	Richard H. Wyron	Review various e-mails and drafts on indemnification order.	0.90
11/25/04	Roger L. Frankel	Review Debtor's Motion For Case Management Order, exhibits thereto.	2.10
11/27/04	Roger L. Frankel	Review Estimation Motion, letter to Judges Buckwalter and Fitzgerald, amended notices.	1.90
11/27/04	Roger L. Frankel	Review various pleadings.	0.50
11/28/04	Roger L. Frankel	Review Estimation Motion, Motion for solicitation and voting procedures; notes re same.	1.40
11/29/04	Roger L. Frankel	Confer with R. Wyron re Grace motions, plan litigation (.5); review plan binder (.3).	0.80
11/29/04	Roger L. Frankel	Confer with R. Wyron re litigation strategy, call with C&D (.5); telephone conversation with D. Austern re litigation issues (.2).	0.70
11/29/04	Roger L. Frankel	Review Grace motion to USDC to refer matters to the bankruptcy court.	0.80
11/29/04	Matthew W. Cheney	Review correspondence from R. Frankel and D. Felder regarding Debtors' Motions and responses to same.	0.30
11/29/04	Matthew W. Cheney	Review pleadings and CMO motion.	0.30
11/30/04	Roger L. Frankel	Review memo re various litigation, plan issues.	0.90

David Austern, FCR (for W.R. Grace & Co.)
 12/31/04
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CLIENT: 25369
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SERVICES PERFORMED BY:	RATE	HOURS	AMOUNT
Roger L. Frankel	\$605.00	12.70	\$7,683.50
Richard H. Wyron	\$510.00	3.90	\$1,989.00
Julie A. Weisman	\$375.00	0.80	\$300.00
Matthew W. Cheney	\$310.00	0.60	\$186.00
Debra L. Felder	\$205.00	2.10	\$430.50
TOTAL HOURS & FEES		20.10	\$10,589.00

OTHER CHARGES	AMOUNT
TOTAL OTHER CHARGES	\$0.00

CURRENT INVOICE DUE.....\$10,589.00

SWIDLER BERLIN LLPFEDERAL IDENTIFICATION
No. 13-2679676WASHINGTON, DC OFFICE
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FACSIMILE (212) 891-9598David Austern, FCR (for W.R. Grace & Co.)
c/o CRMC
3110 Fairview Park Drive
Suite 200
Falls Church, VA 22042-0683INVOICE DATE: 12/31/04
INVOICE NUMBER: 280322

OUR REFERENCE: 25369.0007

INVOICE SUMMARY

TOTAL FEES.....	\$10,589.00
TOTAL OTHER CHARGES.....	\$0.00
TOTAL AMOUNT DUE	\$10,589.00

REMITTANCE INFORMATION:U.S. Mail:
Swidler Berlin Shereff Friedman, LLP
Attn: Accounting Department
P.O. Box 3766
Washington, DC 20027-3766**Electronic Funds Transfer:**Name of Bank: Citibank, F.S.B.
Account Title: Swidler Berlin Shereff Friedman, LLP
ABA Routing No.: 254070116
Account No.: 15076288**Please Note Our Reference and Invoice Numbers When Making Payment**

SWIDLER BERLIN LLP

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c/o CRMC
3110 Fairview Park Drive
Suite 200
Falls Church, VA 22042-0683

CLIENT/CASE: 25369.0008

INVOICE DATE: 12/31/04
INVOICE NUMBER: 280323

RE: Plan & Disclosure Statement

FOR PROFESSIONAL SERVICES RENDERED THROUGH NOVEMBER, 2004

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
11/01/04	Roger L. Frankel	Telephone conference with J. Radecki re plan issues (.2); review [REDACTED] analysis from CIBC (.3).	0.50
11/01/04	Roger L. Frankel	Telephone conference with PI and PD re plan issues (.8); telephone conference with J. Radecki, D. Austern re same (.4).	1.20
11/01/04	Matthew W. Cheney	Conference with D. Felder re research and memo on plan issues.	0.10
11/02/04	Roger L. Frankel	Telephone conversation with D. Austern re plan, call with CIBC (.3); telephone conversation with R. Wyron re status (.2).	0.50
11/02/04	Roger L. Frankel	Telephone conversation with D. Austern re [REDACTED] review file re [REDACTED]	0.60
11/02/04	Roger L. Frankel	Telephone conversation with J. Radecki re plan concepts (.2); review CIBC memo with [REDACTED] (.4).	0.60
11/02/04	Roger L. Frankel	Telephone conversations with J. Radecki, D. Austern re [REDACTED] review modified spreadsheet.	0.60

David Austern, FCR (for W.R. Grace & Co.)
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CLIENT: 25369
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DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
11/02/04	Roger L. Frankel	Conference call with J. Radecki, D. Austern re [REDACTED] [REDACTED]	0.50
11/02/04	Richard H. Wyron	Review [REDACTED] and analysis.	0.80
11/03/04	Richard H. Wyron	Review documents and analysis relating to [REDACTED]	0.90
11/03/04	Roger L. Frankel	Review updated [REDACTED] from CIBC; telephone conversation with D. Austern re e-mail communication.	0.60
11/05/04	Roger L. Frankel	Review revised v [REDACTED] from CIBC; review related e-mails.	0.60
11/05/04	Richard H. Wyron	Review term sheet (.4); calls to and from CIBC on [REDACTED] (.2); call from D. Austern and follow-up with CIBC (.3).	0.90
11/08/04	Richard H. Wyron	Confer with R. Frankel regarding status of plan negotiations (.3); review insurance analysis in preparation for meeting with D. Austern (.9).	1.20
11/08/04	Roger L. Frankel	Telephone conversation with Messrs. Radecki and Brownstein re [REDACTED]	0.30
11/09/04	Richard H. Wyron	Review research on potential plan issues.	1.20
11/10/04	Roger L. Frankel	Review spreadsheet proposal sent to Grace.	0.40
11/10/04	Richard H. Wyron	Review various settlement proposals and notes re same.	0.80
11/11/04	Richard H. Wyron	Review e-mails on plan issues and follow-up.	0.40
11/12/04	Richard H. Wyron	Meet with D. Austern on plan issues, and follow-up.	0.80
11/12/04	Roger L. Frankel	Confer with D. Austern re plan process, issues.	1.00
11/14/04	Matthew W. Cheney	Review correspondence from R. Wyron re plan.	0.10
11/14/04	Richard H. Wyron	Begin review of Plan and related filings.	2.10
11/15/04	Richard H. Wyron	Attend hearing on plan issues and scheduling (2.1); confer with parties prior to hearing on scheduling issue (.6); begin review of procedures motion (.7).	3.40
•11/15/04	Matthew W. Cheney	Conference with D. Felder re memo on plan issues.	0.10
11/15/04	Roger L. Frankel	Telephone conversations with D. Austern re plan, meeting (.4); telephone conversation with J. Rice re same (.1).	0.50

David Austern, FCR (for W.R. Grace & Co.)
 12/31/04
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CLIENT: 25369
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DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
11/16/04	Roger L. Frankel	Confer with R. Wyron re plan issues, timing.	0.30
11/16/04	Roger L. Frankel	Telephone conversation with E. Inselbuch re meeting in NY, plan, strategic issues (.3); telephone conversation with client re same (.2).	0.50
11/16/04	Richard H. Wyron	Continue review of plan filing.	1.70
11/16/04	Debra L. Felder	Review memorandum by M. Gryzlov regarding plan issues.	0.50
11/17/04	Debra L. Felder	Review research regarding plan issues.	3.80
11/17/04	Richard H. Wyron	Continue review of Plan and related documents.	1.60
11/17/04	Matthew W. Cheney	Conference with D. Felder re: research and finalizing memo.	0.20
11/18/04	Matthew W. Cheney	Draft research memo re plan issues.	0.90
11/18/04	Matthew W. Cheney	Conference with D. Felder re memo.	0.50
11/18/04	Roger L. Frankel	Telephone conversation with D. Austern re meeting with asbestos claimants, case issues.	0.30
11/18/04	Richard H. Wyron	Continue review of Plan documents.	1.10
11/18/04	Debra L. Felder	Review research regarding plan issues (5.5); draft memorandum regarding same (2.0); conference with M. Cheney regarding same (.3).	7.80
11/19/04	Debra L. Felder	Finalize research and memorandum regarding plan issues (9.5); conference with M. Cheney regarding same (.3).	9.80
11/19/04	John P. Fries	Research regarding plan-related issues.	1.00
11/19/04	Matthew W. Cheney	Conference with D. Felder re research memo.	0.50
11/19/04	Matthew W. Cheney	Draft research memo re plan issues.	4.90
11/20/04	Roger L. Frankel	Review filed plan.	1.30
11/21/04	Richard H. Wyron	Review plan documents as filed 11/13.	1.30
11/22/04	Matthew W. Cheney	Conference with R. Wyron re plan and research memo.	0.20
11/22/04	Roger L. Frankel	Review plan of reorganization, glossary, disclosure statement (3.9); telephone conversations with R. Wyron re same (.3).	4.20
11/22/04	Debra L. Felder	Review cases regarding [REDACTED]	0.20

David Austern, FCR (for W.R. Grace & Co.)
 12/31/04
 Page 4

CLIENT: 25369
 MATTER: .0008
 INVOICE: 280323

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
11/22/04	Richard H. Wyron	Work on research memo, including review of cases and conferences with attorneys doing the research (1.2); conference with R. Frankel and follow-up (.4); continue review of plan issues (.6); call to CIBC regarding plan (.4); calls regarding [REDACTED] (.4).	3.00
11/23/04	Richard H. Wyron	Review plan documents and outline issues.	1.80
11/23/04	Roger L. Frankel	Review series of e-mails re status, filed plan.	0.20
11/23/04	Roger L. Frankel	Review with R. Wyron issues re plan, review of plan; notes re same.	0.40
11/23/04	Roger L. Frankel	Review [REDACTED]	1.80
11/24/04	Roger L. Frankel	Review memo of items on for December 20 hearing.	0.30
11/27/04	Debra L. Felder	Review docket and calendar regarding objection deadlines.	0.20
11/28/04	Richard H. Wyron	Review summary e-mail and selected pleadings on matters set for hearing on 12/20 (.8); follow-up e-mails on scheduling (.2).	1.00
11/29/04	Richard H. Wyron	Conference with D. Felder regarding objections to pending motions (.5); continue review of pleadings (.9); conference with R. Frankel on timing and strategy, and notes re follow-up (.6); review 8-K on Libby investigation (.2); call with J. Radecki regarding [REDACTED] (.2)	2.40
11/30/04	Richard H. Wyron	Continue review of plan documents (.8); calls regarding objections to motions and deadline (.3).	1.10
11/30/04	Roger L. Frankel	Telephone conversation with D. Austern re settlement meeting (.2); telephone conversation with J. Radecki re presentation (.2).	0.40

SERVICES PERFORMED BY:	RATE	HOURS	AMOUNT
Roger L. Frankel	\$605.00	17.60	\$10,648.00
Richard H. Wyron	\$510.00	27.50	\$14,025.00
Matthew W. Cheney	\$310.00	7.50	\$2,325.00

David Austern, FCR (for W.R. Grace & Co.)
12/31/04
Page 5

CLIENT: 25369
MATTER: .0008
INVOICE: 280323

SERVICES PERFORMED BY:	RATE	HOURS	AMOUNT
Debra L. Felder	\$205.00	22.30	\$4,571.50
John P. Fries	\$140.00	1.00	\$140.00
TOTAL HOURS & FEES		75.90	\$31,709.50

OTHER CHARGES	AMOUNT
Westlaw Legal Research	665.28
Lexis Legal Research	981.38
Federal Express	7.89
Travel/Parking	18.00
Travel/Tolls	90.75
TOTAL OTHER CHARGES	\$1,763.30

CURRENT INVOICE DUE.....\$33,472.80

SWIDLER BERLIN LLPFEDERAL IDENTIFICATION
No. 13-2679676WASHINGTON, DC OFFICE
THE WASHINGTON HARBOUR
3000 K STREET, NW, SUITE 300
WASHINGTON, D.C. 20007-5116
TELEPHONE (202) 424-7500
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405 LEXINGTON AVENUE
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FACSIMILE (212) 891-9598David Austern, FCR (for W.R. Grace & Co.)
c/o CRMC
3110 Fairview Park Drive
Suite 200
Falls Church, VA 22042-0683INVOICE DATE: 12/31/04
INVOICE NUMBER: 280323

OUR REFERENCE: 25369.0008

INVOICE SUMMARY

TOTAL FEES.....	\$31,709.50
TOTAL OTHER CHARGES.....	\$1,763.30
TOTAL AMOUNT DUE	\$33,472.80

REMITTANCE INFORMATION:U.S. Mail:
Swidler Berlin Shereff Friedman, LLP
Attn: Accounting Department
P.O. Box 3766
Washington, DC 20027-3766Electronic Funds Transfer:
Name of Bank: Citibank, F.S.B.
Account Title: Swidler Berlin Shereff Friedman, LLP
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c/o CRMC
3110 Fairview Park Drive
Suite 200
Falls Church, VA 22042-0683

CLIENT/CASE: 25369.0010

INVOICE DATE: 12/31/04
INVOICE NUMBER: 280324

RE: Retention of Professionals--Other

FOR PROFESSIONAL SERVICES RENDERED THROUGH NOVEMBER, 2004

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
11/01/04	Richard H. Wyron	Review final Tillinghast application as filed (.3); review final engagement letter (.2).	0.50
11/08/04	Roger L. Frankel	Review application and memo re retention of Lexecon by Equity Committee.	0.40
11/08/04	Debra L. Felder	Review pleading regarding Equity Committee's retention of asbestos consultant and draft e-mail summary to R. Frankel and R. Wyron regarding same.	0.40
11/10/04	Debra L. Felder	Telephone conference with C. Hartman regarding status of Tillinghast application.	0.10
11/30/04	Matthew W. Cheney	Review pleadings and opinion affirming appointment of D. Austern as FCR.	0.20

SERVICES PERFORMED BY:	RATE	HOURS	AMOUNT
Roger L. Frankel	\$605.00	0.40	\$242.00
Richard H. Wyron	\$510.00	0.50	\$255.00
Matthew W. Cheney	\$310.00	0.20	\$62.00

David Austern, FCR (for W.R. Grace & Co.)
 12/31/04
 Page 2

CLIENT: 25369
 MATTER: .0010
 INVOICE: 280324

SERVICES PERFORMED BY:	RATE	HOURS	AMOUNT
Debra L. Felder	\$205.00	0.50	\$102.50
TOTAL HOURS & FEES		1.60	\$661.50

OTHER CHARGES	AMOUNT
TOTAL OTHER CHARGES	\$0.00

CURRENT INVOICE DUE.....\$661.50

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c/o CRMC
3110 Fairview Park Drive
Suite 200
Falls Church, VA 22042-0683

CLIENT/CASE: 25369.0011

INVOICE DATE: 12/31/04
INVOICE NUMBER: 280325

RE: Compensation of Professionals--Swidler

FOR PROFESSIONAL SERVICES RENDERED THROUGH NOVEMBER, 2004

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
11/02/04	Debra O. Fullem	Review invoices (.5); begin preparation of September fee application (2.0).	2.50
11/02/04	Debra O. Fullem	Conference with R. Frankel regarding payment status; prepare e-mail to R. Frankel regarding same along with information on interim status of amounts due and confirm any payments.	0.50
11/04/04	Debra O. Fullem	Prepare September monthly time summaries of fees and expenses.	0.30
11/04/04	Debra O. Fullem	Finalize and file July and August fee applications.	2.00
11/04/04	Roger L. Frankel	Review and sign 3rd and 4th monthly interim applications for compensation.	0.20
11/05/04	Debra O. Fullem	Review and revise October prebills.	1.00
11/09/04	Debra O. Fullem	Review and revise monthly fee application for September.	2.00
11/12/04	Debra O. Fullem	Review omnibus order by Judge Fitzgerald regarding fee application hearing and deadlines for second quarterly; circulate and discuss with R. Wyron.	0.50

David Austern, FCR (for W.R. Grace & Co.)
 12/31/04
 Page 2

CLIENT: 25369
 MATTER: .0011
 INVOICE: 280325

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
11/12/04	Debra O. Fullem	Prepare e-mail to R. Frankel and R. Wyron regarding filing of July-September second quarterly and deadlines and hearings on same.	0.20
11/12/04	Debra O. Fullem	Review notice regarding timing of filing of monthly and quarterly fee applications.	0.20
11/15/04	Debra O. Fullem	Review fee application files; analyze and update summary of fees and expenses.	1.00
11/15/04	Debra O. Fullem	Prepare summary of October fees and expenses and begin draft of October fee application.	1.50
11/15/04	Richard H. Wyron	Review monthly and Second Quarterly applications, and provide comments to D. Fullem (.8); review October pre-bill (.8).	1.60
11/15/04	Roger L. Frankel	Review, sign fee applications.	0.30
11/18/04	Richard H. Wyron	Review report of fee auditor.	0.20
11/18/04	Debra O. Fullem	Conference with R. Wyron regarding fee auditors final report; review of same.	0.40
11/18/04	Debra O. Fullem	Review and respond to R. Wyron's e-mail regarding final fee report by auditor; review docket for filing by auditor and inform R. Wyron not filed as yet.	0.20
11/23/04	Debra O. Fullem	Prepare summary of October fees and expenses and begin draft of October fee application.	1.20
11/29/04	Debra O. Fullem	Finalize draft of October fee application and forward to R. Wyron for review and comment.	1.50
11/29/04	Debra O. Fullem	Review email from R. Wyron regarding fee auditor's report and confirm numbers are correct; review auditor's final report and note correction to CIBC's expenses; prepare email to R. Wyron re same.	0.50
11/30/04	Roger L. Frankel	Review, sign CNOs.	0.20

SERVICES PERFORMED BY:	RATE	HOURS	AMOUNT
Roger L. Frankel	\$605.00	0.70	\$423.50
Richard H. Wyron	\$510.00	1.80	\$918.00

David Austern, FCR (for W.R. Grace & Co.)
12/31/04
Page 3

CLIENT: 25369
MATTER: .0011
INVOICE: 280325

SERVICES PERFORMED BY:	RATE	HOURS	AMOUNT
Debra O. Fullem	\$175.00	15.50	\$2,712.50
TOTAL HOURS & FEES		18.00	\$4,054.00

OTHER CHARGES	AMOUNT
Photocopy & Printing	319.20
Telephone	0.45
Postage	24.38
Federal Express	81.20
TOTAL OTHER CHARGES	\$425.23

CURRENT INVOICE DUE.....\$4,479.23

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c/o CRMC
3110 Fairview Park Drive
Suite 200
Falls Church, VA 22042-0683

INVOICE DATE: 12/31/04
INVOICE NUMBER: 280325

OUR REFERENCE: 25369.0011

INVOICE SUMMARY

TOTAL FEES.....	\$4,054.00
TOTAL OTHER CHARGES	\$425.23
TOTAL AMOUNT DUE	\$4,479.23

REMITTANCE INFORMATION:

U.S. Mail:
Swidler Berlin Shereff Friedman, LLP
Attn: Accounting Department
P.O. Box 3766
Washington, DC 20027-3766

Electronic Funds Transfer:
Name of Bank: Citibank, F.S.B.
Account Title: Swidler Berlin Shereff Friedman, LLP
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3110 Fairview Park Drive
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Falls Church, VA 22042-0683

CLIENT/CASE: 25369.0012

INVOICE DATE: 12/31/04
INVOICE NUMBER: 280326

RE: Compensation of Professionals--Other

FOR PROFESSIONAL SERVICES RENDERED THROUGH NOVEMBER, 2004

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
11/04/04	Debra O. Fullem	Review e-mail from R. Chatterjee at CIBC regarding fee applications for July, August and September, and related quarterly.	0.20
11/08/04	Debra O. Fullem	Review e-mail from Rit Chatterjee at CIBC regarding language in CIBC's employment application; conference with M. Cheney re same; review rules for specific language on Sections 330 and 331.	0.50
11/08/04	Matthew W. Cheney	Review correspondence from R. Chatterjee re CIBC fee applications.	0.10
11/08/04	Matthew W. Cheney	Conference with D. Fullem re CIBC fee applications.	0.10
11/12/04	Debra O. Fullem	Prepare e-mail to Rit Chatterjee at CIBC regarding status of filings of fee applications for July through September and Second Quarter.	0.10
11/12/04	Debra O. Fullem	Review four CIBC fee applications for the time period July-Septemer and the quarterly fee application (.3); prepare notices of filing and certificates of service for same (.8); prepare e-mail to Celeste Hartman regarding filing of same (.1).	1.20

David Austern, FCR (for W.R. Grace & Co.)
 12/31/04
 Page 2

CLIENT: 25369
 MATTER: .0012
 INVOICE: 280326

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
11/12/04	Debra O. Fullem	Review billing information from D. Austern for the time period July-September (.2); prepare July-September monthly fee applications and a second quarterly fee application for the time period (1.8).	2.00
11/16/04	Debra O. Fullem	Prepare e-mail to Rit Chatterjee at CIBC to inform him all fee applications filed yesterday and the deadline for objections.	0.20

SERVICES PERFORMED BY:	RATE	HOURS	AMOUNT
Matthew W. Cheney	\$310.00	0.20	\$62.00
Debra O. Fullem	\$175.00	4.20	\$735.00
TOTAL HOURS & FEES		4.40	\$797.00

OTHER CHARGES	AMOUNT
Photocopy & Printing	120.60
Postage	3.95
TOTAL OTHER CHARGES	\$124.55

CURRENT INVOICE DUE.....\$921.55

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Falls Church, VA 22042-0683

INVOICE DATE: 12/31/04
INVOICE NUMBER: 280326

OUR REFERENCE: 25369.0012

INVOICE SUMMARY

TOTAL FEES.....	\$797.00
TOTAL OTHER CHARGES.....	\$124.55
TOTAL AMOUNT DUE	\$921.55

REMITTANCE INFORMATION:

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Washington, DC 20027-3766

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c/o CRMC
3110 Fairview Park Drive
Suite 200
Falls Church, VA 22042-0683

CLIENT/CASE: 25369.0014

INVOICE DATE: 12/31/04
INVOICE NUMBER: 280327

RE: Travel Time (Non-Working)

FOR PROFESSIONAL SERVICES RENDERED THROUGH NOVEMBER, 2004

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
11/15/04	Richard H. Wyron	Travel to/from Wilmington for hearing.	3.50

SERVICES PERFORMED BY:	RATE	HOURS	AMOUNT
Richard H. Wyron	\$255.00	3.50	\$892.50
TOTAL HOURS & FEES		3.50	\$892.50

OTHER CHARGES	AMOUNT
TOTAL OTHER CHARGES	\$0.00

CURRENT INVOICE DUE.....\$892.50

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c/o CRMC
3110 Fairview Park Drive
Suite 200
Falls Church, VA 22042-0683

INVOICE DATE: 12/31/04
INVOICE NUMBER: 280327

OUR REFERENCE: 25369.0014

INVOICE SUMMARY

TOTAL FEES.....	\$892.50
TOTAL OTHER CHARGES.....	\$0.00
TOTAL AMOUNT DUE	\$892.50

REMITTANCE INFORMATION:

U.S. Mail:
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P.O. Box 3766
Washington, DC 20027-3766

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3110 Fairview Park Drive
Suite 200
Falls Church, VA 22042-0683

CLIENT/CASE: 25369.0015

INVOICE DATE: 12/31/04
INVOICE NUMBER: 280328

RE: FCR Retention Appeals

FOR PROFESSIONAL SERVICES RENDERED THROUGH NOVEMBER, 2004

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
11/02/04	Roger L. Frankel	Review ACC opposition to insurers motion to strike.	0.40
11/09/04	Roger L. Frankel	Review Reply of Certain Insurers in Support of Motion to Strike ACC Brief.	0.30
11/29/04	Roger L. Frankel	Review Judge Buckwalter opinion re FCR appointment.	0.90

SERVICES PERFORMED BY:	RATE	HOURS	AMOUNT
Roger L. Frankel	\$605.00	1.60	\$968.00
TOTAL HOURS & FEES		1.60	\$968.00

OTHER CHARGES	AMOUNT
Photocopy & Printing	2.55
TOTAL OTHER CHARGES	\$2.55

CURRENT INVOICE DUE.....\$970.55

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Falls Church, VA 22042-0683INVOICE DATE: 12/31/04
INVOICE NUMBER: 280328

OUR REFERENCE: 25369.0015

INVOICE SUMMARY

TOTAL FEES.....	\$968.00
TOTAL OTHER CHARGES.....	\$2.55
TOTAL AMOUNT DUE	\$970.55

REMITTANCE INFORMATION:U.S. Mail:
Swidler Berlin Shereff Friedman, LLP
Attn: Accounting Department
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Washington, DC 20027-3766**Electronic Funds Transfer:**Name of Bank: Citibank, F.S.B.
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Account No.: 15076288**Please Note Our Reference and Invoice Numbers When Making Payment**

CERTIFICATE OF SERVICE

I, DEBRA O. FULLEM, do hereby certify that I am over the age of 18, and that on February 18, 2004, I caused the *Notice, Cover Sheet to Sixth Monthly Interim Application of Swidler Berlin LLP, Bankruptcy Counsel to David T. Austern, Future Claimants' Representative for Compensation for Services Rendered and Reimbursement of Expenses for the time period November 1, 2004 through November 30, 2004, Verification and Exhibit A*, to be served upon those persons as shown on the attached Service List in the manner set forth therein.

Under penalty of perjury, I certify the foregoing to be true and correct.

A handwritten signature in cursive script, reading "Debra O. Fullem", is written above a horizontal line.

Debra O. Fullem, Senior Legal Assistant
Swidler Berlin LLP

SERVICE LIST

Federal Express

Laura Davis Jones, Esquire
David W. Carickhoff, Jr., Esquire
Pachulski, Stang, Ziehl, Young & Jones P.C.
919 North Market Street, 16th Floor
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Teresa K.D. Currier, Esquire

Klett Rooney Lieber & Schorling

E-mail: james_kapp@chicago.kirkland.com

(Counsel to Debtor)

James H.M. Sprayregen, P.C.

James Kapp, III, Esquire

Kirkland & Ellis

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Stroock & Stroock & Lavan LLP

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(Official Committee of Property Damage Claimants)

Scott L. Baena, Esquire

Bilzin Sumberg Dunn Baena Price & Axelrod LLP

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(Counsel to DIP Lender)

J. Douglas Bacon, Esquire

Latham & Watkins

E-mail: pbentley@kramerlevin.com

(Counsel to Official Committee of Equity Holders)

Philip Bentley, Esquire

Kramer Levin Naftalis & Frankel LLP